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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 23519-D FILED

SEP 25 '01 10-53 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

September 25, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: EI-Mo II Trust No. 2001-C

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement No. C2, dated September 26, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was filed with the Board under Recordation Number 23519.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee: EI-Mo Leasing II Corporation
9301 West 55th Street
La Grange, Illinois 60525

A description of the railroad equipment covered by the enclosed document is:

20 SD7OMAC locomotives UP 4429 - UP 4448.

23519-D

Mr. Vernon A. Williams
September 25, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. C2, between Wilmington
Trust Company, Lessor, and El-Mo Leasing II Corporation, Lessee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

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EL-MO II TRUST No. 2001-C

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE SUPPLEMENT No. C2

Memorandum of Lease Supplement No. C2 made and entered into on September 26, 2001 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, an Illinois corporation ("*Lessee*").

WITNESSETH

1. The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated June 27, 2001, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board on June 26, 2001 under Recordation Number 23519 pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. C2 dated September 26, 2001, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

By _____

Name: **JAMES P. LAWLER**

Title: **Vice President**

Executed on this 17th day of September
2001.

EL-MO LEASING II CORPORATION

By _____

Name: Keith McCanless

Title: Assistant Treasurer

Executed on this ____ day of September
2001.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

By _____
Name:
Title:

Executed on this ____ day of September
2001.

EL-MO LEASING II CORPORATION

By  _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this 14 day of September
2001.

STATE OF _____)
)
COUNTY OF _____) SS:

On this, the _____ day of September, 2001, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on September _____, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

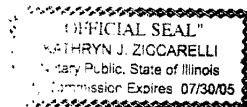
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this, the 14th day of September, 2001, before me, a Notary Public in and for ~~said~~ ^{DuPage} County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on September 14th, 2001 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

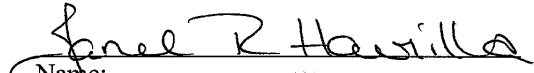


Kathryn J. Zicarelli
Name: Kathryn J. Zicarelli
Notary Public
My Commission Expires: 7/30/05
Residing in DuPage County

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS:

On this, the 17th day of September, 2001, before, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of Wilmington Trust Company, that said instrument was signed on September 17th, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: **JANEL R. HAVRILLA**
Notary Public **NOTARY PUBLIC-DELAWARE**
My Commission Expires **My Commission Expires Feb. 2, 2005**
Residing in Wilmington, DE

STATE OF _____)
)
COUNTY OF _____) SS:

On this, the ____ day of September, 2001, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of _____ that said instrument was signed on September ____, 2001 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

[Comerica]

Exhibit A

Units

Equipment

Quantity

Road Numbers

Prefix UP

General Motors Corporation
(Electro-Motive Division) Model
SD70MAC Diesel Electric Locomotives

20

4429
4430
4431
4432
4433
4434
4435
4436
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4438
4439
4440
4441
4442
4443
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